

\$26

LAW OFFICES

16555/b  
RECORDATION NO. FILED 1425

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

OCT 3 1989 - 1:12 PM

150 NORTH MICHIGAN AVENUE

16555/A  
RECORDATION NO. FILED 1425

TWX NUMBER  
910-221-1154

INTERSTATE COMMERCE COMMISSION

CHICAGO, ILLINOIS 60601-7567

312-558-1000

OCT 3 1989 - 1:30 PM

529 FIFTH AVENUE  
NEW YORK, NEW YORK 10017-4608  
212-949-7075

TELECOPIER  
312-750-8600

1580 HOWARD AVENUE  
SOMERSET, NEW JERSEY 08875-6739  
201-563-2700

October 2, 1989 INTERSTATE COMMERCE COMMISSION

888 SIXTEENTH STREET, N.W.  
WASHINGTON, D.C. 20006-4103  
202-296-8600

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Ave., N.W.  
Washington, D.C. 20423

9--276A031  
16555

RECORDATION NO. FILED 1425

OCT 3 1989 - 1:30 PM

Dear Ms. McGee:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and three photostatic conformed counterparts of each of the two documents described below.

The first document is a Mortgage on Goods and Chattels, a primary document, dated September 25, 1989.

The name and addresses of the parties to the Mortgage on Goods and Chattels are:

Mortgagor  
U.S. Railcar, Inc.  
2333 Waukegan Road  
Suite N200  
Deerfield, IL 60015

Mortgagee  
Deutsche Credit Corporation  
233 Waukegan Road  
Deerfield, IL 60015

A description of the railroad equipment covered by the Mortgage on Good and Chattels is set forth in Schedule A attached thereto.

A check for \$13.00 payable to the order of the Interstate Commerce Commission is enclosed to cover the required recordation fee of this Mortgage on Goods and Chattels document.

10/3/89 Also included for recordation, Loan Agreement, dated 9/25/89, between US Rail Car and Deutsche Credit Corp.

Tara L. Brayer 10/3/89

C. D. Dunsen

Ms. Noreta R. McGee  
October 2, 1989  
Page 2

The second document enclosed is a Bill of Sale, a secondary document, dated August 24, 1989. This secondary document is being filed concurrently with the primary document enclosed and a recordation number, therefore, has not yet been assigned.

The names and addresses of the parties to the Bill of Sale are:

Buyer

U.S. Railcar, Inc.  
2333 Waukegan Road  
Suite N200  
Deerfield, IL 60015

Seller

The Pittsburgh and Lake Erie Railroad Company  
Commerce Court Building  
Four Station Square  
Pittsburgh, PA 15219

A description of the railroad rolling stock covered by the Bill of Sale is set forth in Appendix A attached thereto.

A check for \$13.00 payable to the order of the Interstate Commerce Commission is enclosed to cover the required recordation fee of this Bill of sale document.

Kindly return three stamped photostatic copies of the two enclosed documents in the envelope provided to T. Stephen Dyer, Esq., Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of each of the enclosed documents:

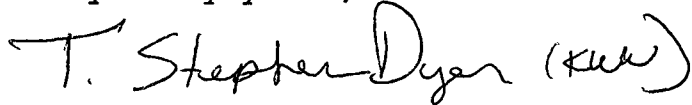
Primary Document. Security Agreement between U.S. Railcar, Inc. as Mortagor and Deutsche Credit Corporation as Mortgagee dated September 25, 1989, covering 52-125 ton covered coil gondola railcars described in Schedule A attached to the security agreement.

Ms. Noreta R. McGee  
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Secondary Document. A Bill of Sale between U.S.  
Railcar, Inc. and The Pittsburgh and Lake Erie Railroad Company,  
covering units of railroad rolling stock described in Appendix A  
attached to the Bill of Sale document.

Please call me at the above telephone number in Chicago  
if you have any questions.

Very truly yours,

A handwritten signature in cursive script that reads "T. Stephen Dyer" followed by a circled set of initials "KUK".

T. Stephen Dyer

TSD/lmg  
Enclosure

**Interstate Commerce Commission**  
Washington, D.C. 20423

10/3/89

OFFICE OF THE SECRETARY

T Stephen Dyer  
Ross & Hardies  
150 North Michigan Avenue  
Chicago, Illinois 60601

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/3/89 at 1:30pm and assigned recordation number(s). 16555, 16555-A & 16555-B

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

ORIGINAL

THIS MORTGAGE made the 25th day of SEPTEMBER 19, 89, by and between

(Customer, hereinafter referred to as "Mortgagor") and (Name and Address)

16555

**RECORDATION NO** \_\_\_\_\_ **FILED 1425**

(Lender & Secured Party, hereinafter referred to as "Mortgagee") (Name and Address)

OCT 3 1989 11 30 PM

**INTERSTATE COMMERCE COMMISSION**

DOLLARS (\$ 542,000.00 ),

(Mortgagor)

(Witness or Secretary)

DC BW005 (Rev. 4/88)



## SCHEDULE A

ORIGINAL

1 OF 1

Schedule annexed to and made a part of a certain Conditional Sales Contract, Chattel Mortgage or Lease dated the 25 day of SEPTEMBER, 1989, or Financing Statement, by and between the undersigned

Description of collateral (Quantity, New/Used, Make, Model, General Description, and, if applicable, Engine and/or Serial Numbers)

52 125-ton Covered Coil Gondola Railcars, which may be identified by either the following Pittsburgh and Lake Erie Company car numbers, to wit:

PLE	42003	PLE	142077
PLE	42008	PLE	142080
PLE	42012	PLE	142083
PLE	42013	PLE	142087
PLE	42018	PLE	142088
PLE	42021	PLE	142092
PLE	42027	PLE	142123
PLE	42029	PLE	142126
PLE	42037	PLE	142141
PLE	42057	PLE	142150
PLE	42068	PLE	142152
PLE	42069	PLE	142165
PLE	42070	PLE	142170
PLE	42084	PLE	142175
PLE	42099	PLE	142177
PLE	142001	PLE	142179
PLE	142002	PLE	142183
PLE	142015	PLE	142192
PLE	142016	PLE	142194
PLE	142017	PLE	142197
PLE	142025	PLE	142200
PLE	142035	PLE	142207
PLE	142041	PLE	142214
PLE	142042	PLE	142226
PLE	142051	PLE	142234
PLE	142060	PLE	142243

or, by the consecutive CSX Transportation, Inc. car numbers CSXT 499282-499333 (inclusive).

The undersigned Buyer(s), Mortgagor(s) or Lessee(s) hereby verifies the above Schedule as correct and acknowledges receipt of a copy thereof

SELLER/MORTGAGEE/LESSOR

Deutsche Credit CorporationBy [Signature]Title SVP & TREASURER SVP

BUYER/MORTGAGOR/LESSEE

U.S. Railcar, Inc.By [Signature]Title: PRESIDENT

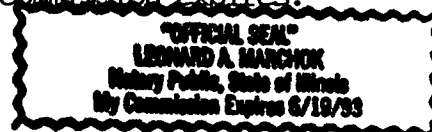
STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF LAKE )

On this 25th day of September, 1989, before me, the subscriber, Leonard A. Marchok, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Homer G. Jones to me personally known, who stated and acknowledged that he is the President of U.S. Railcar, Inc., an Illinois corporation, and duly authorized by authority of the Board of Directors or By-Laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 25th day of September, 1989.

Leonard A. Marchok  
Notary Public

My commission expires:



STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF LAKE )

On this 28th day of September, 1989, before me, the subscriber, DAVID K. SMRTNIK, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named JAMES S. POOR and ROBERT E. SCHOEEN to me personally known, who stated and acknowledged that they are the SENIOR VICE-PRESIDENT AND TREASURER and SENIOR VICE-PRESIDENT of Deutsche Credit Corporation, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-Laws of said corporation in their capacity as such officers to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that they have so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28th day of September, 1989.

David K. Smrtnik  
Notary Public

My commission expires: 5-2-1990

